



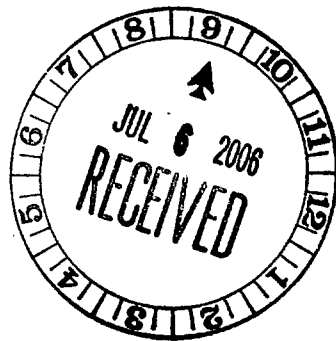
CORPORATION SERVICE COMPANY

RECORDATION NO. 26443 FILED

JUL 06 '06

1-05 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD  
801 Adlai Stevenson Drive  
Springfield IL 62703

1-800-927-9801 Ext 3813  
217-492-2727 FAX

To: SURFACE TRANSPORTATION BOARD \*\*ATTENTION BARB SADLER\*\*

From: April Oshea Ext 3813

Date: July 5, 2006

Order#: 220972/005

Re: CLEAN HARBORS ENVIRONMENTAL

Please process the enclosed documents for the service indicated below.

PRIMARY STB FILING

RECEIPT SHOULD BE IN OUR OFFICE: 07/27/2006  
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed.

Mailing Instructions:

XX Return the filing acknowledgement to my attention.

Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions/Notes:

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

Enclosures:

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 23<sup>rd</sup> day of March, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and CLEAN HARBORS ENVIRONMENTAL SERVICES, INC., a Massachusetts corporation, with an address at 325 Wood Road, Braintree, MA 02184 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

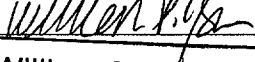
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of March 23, 2006 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:   
Name: William P. O'Brien  
Title: Vice President

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CLEAN HARBORS ENVIRONMENTAL SERVICES, INC.

By:   
Name: SUP TRANSPORTATION - Brian A. Wenzel  
Title: SUP TRANSPORTATION

# Schedule A

## Number of Cars

## Equipment Description

50 52' Mill Gondola Cars

1	CEFX	30202
2	CEFX	30204
3	CEFX	30207
4	CEFX	30208
5	CEFX	30212
6	CEFX	30217
7	CEFX	30222
8	CEFX	30223
9	CEFX	31448
10	CEFX	31485
11	CEFX	31488
12	CEFX	31489
13	CEFX	31507
14	CEFX	31509
15	CEFX	31510
16	CEFX	31520
17	CEFX	31538
18	CEFX	31545
19	CEFX	31556
20	CEFX	31565
21	CEFX	31567
22	CEFX	31588
23	CEFX	31603
24	CEFX	31669
25	CEFX	31708
26	CEFX	31725
27	CEFX	31790
28	CEFX	31961
29	CEFX	31984
30	CEFX	32001
31	CEFX	32104
32	CEFX	32106
33	CEFX	32107
34	CEFX	32109
35	CEFX	32114
36	CEFX	32115
37	CEFX	32139
38	CEFX	32154
39	CEFX	32157
40	CEFX	32197
41	CEFX	32201
42	CEFX	32206
43	CEFX	32222
44	CEFX	32224
45	CEFX	32225
46	CEFX	32228
47	CEFX	32232
48	CEFX	32244
49	CEFX	32246
50	CEFX	32297